

USFIFS

Bylaws

of

The United States Federation
of Inline Figure Skaters

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Article I -Name

The name of this organization shall be “The United States Federation of Inline Figure Skaters”. This name can be commonly abbreviated as “USFIFS”.

Article II - Mission

Mission: The mission of the United States Federation of Inline Figure Skaters is to provide an organization that encourages the development of the skills of the individual inline skater and a competitive framework to encourage these skills. This will include the following responsibilities to:

- (i.) Serve as a major resource for the skill development of inline skaters in the United States.
- (ii.) Provide rules and regulations for testing, competitions, and other activities related to the activities of the USFIFS, affiliated clubs and individual members.
- (iii.) Inform the public and members of its activities.
- (iv.) Provide a national level Board to provide for the governing of the organization.
- (v.) Provide for committees and sub-committees as needed to assist in the goals of the organization.
- (vi.) Provide for officers and other positions needed to maintain the responsibilities of the organization and its related committees and sub-committees.
- (vii.) Support whenever possible the efforts and activities of all USOC, ISU and FIRS organizations whose goals are consistent with the goals of USFIFS.
- (viii.) Support whenever possible the efforts and activities of all other organizations involved in inline skating whose goals are consistent with goals of USFIFS.
- (ix.) Provide a structure that can be used as a model for the development of inline figure skating organizations in other countries.
- (x.) Work with companies that provide equipment and services for inline figure skating to develop new and improved equipment, technologies and services that enhance the skaters development and enjoyment of the sport.
- (xi.) Encourage inline figure skating events and training in both indoor and outdoor environments including schools, park districts and other public facilities.
- (xii.) Encourage inline figure skating as a lifelong experience.
- (xiii.) Develop mechanisms to encourage inline figure skaters of low or reduced financial means to continue to enjoy skating as a competitive and recreational sport.
- (xiv.) Modify and develop a complete training program compatible with the goals of the organization.

- (xv.) Follow the rules of the International Skating Union, otherwise known as ISU, and United States Figure Skating, otherwise known as USFS, in the matters of governance, competition, testing and all activities necessary for the functioning of the organization. The organization will not be directly subject to the governance and rules of the ISU and USFS, but will follow these rules as a matter of organization, convenience and in the interest of the skater. These rules will be modified as necessary for the functioning and for the achieving of the goals of the organization.
- (xvi.) Encourage cooperation and knowledge exchange between the various figure skating organizations and their members.
- (xvii.) Support any and all efforts to bring inline figure skating to the Olympics.
- (xviii.) Become a non-profit 501c3 organization and athletic governing body in accordance with the laws of the United States.

Article II - Fiscal Year

The fiscal year shall begin on July first of each year and end on the June thirtieth of the following year.

Article IV - Jurisdiction

The USFIFS shall support inline figure skating within the United States, its possessions and territories. There shall be three sections within the U.S. and which follow the same division as the USFS. These are:

Eastern Section: Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, Vermont, Virginia, West Virginia and all possessions or territories in the Atlantic Ocean area.

Midwestern Section: Alabama, Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, Wisconsin and Casper, Wyoming.

Pacific Coast Section: Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, with the exception of Casper, and all possessions or territories in the Pacific Ocean area.

There shall be no other sectional breakdowns for any disciplines within the sport.

Article V - Membership

Section 1 *Classification*. There shall be the following classifications of membership within the USFIFS:

- (a) *Member clubs*. These are clubs that exist primarily to support and encourage inline figure skating.
- (b) *Members of Individual clubs*. Individual inline figure skaters registered with the USFIFS who are members of a member club;
- (c) *Individual members*. Individual inline figure skaters who are not home club members of any member club.
- (d) *Coach members*. Coaches who belong to categories (b) or (c) above and wish to be considered as inline figure skating coaches. They can also be listed in the online coaches directory as supporting inline figure skating.
- (e) *Basic Skills members*; Skaters participating in the Basic Skills program and wish to compete at the Basic Skills level and receive credit for training.
- (f) *Supportive members* – Businesses or individuals that make a donation to the USFIFS of a certain level and are considered as supporters.
- (g) *Sponsoring members* – Businesses or individuals that make a higher level of donations to the USFIFS and are considered as sponsors.

Section 2 *Member Clubs*. Member clubs shall consist of:

- (a) *Full member clubs* – Full member clubs shall have the full rights accorded to member clubs. The requirements and rights are specified elsewhere in the rules. However, a minimum of five(5) skaters are needed for a full member club along with three separate, over 18 years old, officers which are president, secretary and treasurer. There must be a minimum of 10 full member clubs to vote at the annual meeting. In the event there are less than 10 full member clubs, the Board shall vote on behalf of the member clubs. All decisions will be reviewed, modified and approved by the member clubs at the next annual meeting in which there are 10 or more full member clubs.

Full member clubs shall be approved at the annual meeting by a 2/3rds majority of clubs voting. In the case that there are less than 10 full member clubs, full membership status of a club shall be approved by a 2/3rds majority of the Board at any time. Final approval of the full membership status of all clubs shall be given at the first annual meeting that has 10 or more full member clubs.

A full member club shall revert to provisional club status if they do meet the requirements of a full member club except when they are considered as inactive or delinquent.

- (b) *Provisional member clubs*. These are clubs that have completed and submitted an application that they intend to become a full member club and wish to be considered a USFIFS club but have an insufficient number of members to meet the full member club requirements. The rights and requirements for provisional member clubs are specified elsewhere in this document. However, a minimum of three(3) members are needed to be recognized as a provisional club along with three officers which are president, secretary and treasurer. An individual

may hold more than one office. A provisional club application cannot be accepted if it is from a club that is in an inactive or delinquent status without Board approval.

- (c) *Inactive member clubs.* Inactive clubs are clubs that do not meet the requirements of either a full member club or a provisional club due to lack of activity, but are not considered delinquent. The lack of activity will be determined by the Board in consideration of any rules that may exist relating to activity. The rights and requirements of an inactive club are specified elsewhere. Clubs shall be considered inactive by a 2/3rds vote of the Board. Appeals can be made at the annual meeting. Appeals in writing can be made at the annual meeting in which case a 2/3rds vote of the voting clubs will be required to sustain the status. If the inactive status is not upheld then the club shall retain its previous status.
- (d) *Delinquent member clubs.* These are clubs that do not meet the requirements of any of the above categories or have otherwise failed to follow the rules and requirements of the USFIFS. Clubs shall be considered to be delinquent by a 2/3rds vote of the Board. They do not have voting rights and other privileges accorded to a full member club. Appeals of the delinquent club status can be made in writing at the annual meeting in which case a 2/3rds vote of the voting clubs will be required to sustain the delinquent status.

In the event that the delinquent status is not upheld then the club shall retain its previous status. In the case that this status will adversely affect any activities of individual skaters or a previously planned event then the Board may allow the club to carry out the specific activity by a 2/3rds vote of the Board.

- (e) Other classes of clubs that may be created from time to time.

Section 3 *Individual members.* Any individual inline figure skater that is not a home club member of any member club will be considered as an individual member. When an individual member joins a member club their individual membership is considered to be terminated and they are considered to be members of a member club.

Section 4 *Basic Skills Members.* Basic Skills members shall be individuals participating in the USFIFS Basic Skills program. Such individuals shall have no voting rights and are not eligible for other benefits that are part of full membership in member clubs or as individual members of the USFIFS. They shall be eligible for testing and competition events within the Basic Skills program.

Section 5 *Supporter or Supportive Members.* Supporter or supportive members shall consist of organizations or individuals who indicate their support inline figure skating through the payment of annual dues to the USFIFS. In term they receive special privileges accorded to such members. Supportive organizations indicate that they support the goals of the USFIFS as mentioned in these Bylaws. Acceptance of an organization as a supportive member by the USFIFS does not necessarily imply that the USFIFS is endorsing or otherwise advancing the goals of the supporter. A supporter is not required to meet other rules of the USFIFS except that they must meet general rules of conduct and standards of moral, ethical and legal behavior. Initial approval of the Board is not a

initial requirement for membership. However, in some instances a final decision on whether an organization or individual meets these requirements is to be done the Board.

Supportive members shall have location precedence over other vendors, except for sponsoring members, on the USFIFS websites, at exhibits and other events sponsored by the USFIFS.

A supportive member shall have the right to use any and all of the following terms:

- A USFIFS Supporter – *current USFIFS fiscal year*
- A *current USFIFS fiscal year* Supportive Member of the United States Federation of Inline Figure Skaters
- A Supportive member of the USFIFS - *current USFIFS fiscal year*
- A *current USFIFS fiscal year* Supporter of the United States Federation of Inline Figure Skaters
- A Supporter of the USFIFS - *current USFIFS fiscal year*

Where *current USFIFS fiscal year* indicates the current fiscal year as in 2007-2008. The words may be rearranged in consideration of web page and other page layout issues, but the year must be included as well as the intent. Supporters shall also have the right to use the USFIFS Logo or Name in a link to the USFIFS website. Any other use of the USFIFS name or logo must be approved by the Board.

Section 6 *Sponsor or Sponsoring Member*. A sponsor or sponsoring member is an organization or individual that supports the general goals of the USFIFS in advancing inline figure skating at a higher level than a supportive member. A sponsor is not required to meet other rules of the USFIFS except that they must meet general rules of conduct and standards of moral, ethical and legal behavior. Initial approval of the Board is not a initial requirement for membership. However, in some instances a final decision on whether an organization or individual meets these requirements is to be done the Board.

Acceptance of an organization as a sponsor by the USFIFS does not necessarily imply that the USFIFS is endorsing or otherwise advancing the goals of the sponsor. A sponsor is an organization or individual that is willing to make significant financial or like contribution to the organization for the advancement of the sport. These may be in the form of regular or irregular contributions or like contributions with value. This membership does not by itself give the sponsor member any special voting rights or administrative rights or access. This membership shall be considered only for the organizational year in which the donation is made and can be renewed as often as desired. During that year a sponsor shall have the right to use any and all of the following terms:

- A Level *number* USFIFS Sponsor – *current USFIFS year*
- A Level *number* Sponsoring Member of the United States Federation of Inline Figure Skaters – *current USFIFS fiscal year*
- A *current USFIFS fiscal year* Level *number* Sponsoring Member of the USFIFS

- A Level *number* Sponsor of the United States Federation of Inline Figure Skaters – *current USFIFS fiscal year*
- A Level *number* Sponsor of the USFIFS for *current USFIFS fiscal year*

Number refers to the donation level are defined under membership fees in Article XXV. The term “Level *number*” may be left out and the words may be rearranged in consideration of web page and other page layout issues, but the year must be included as well as the intent.

Sponsors shall have location precedence over other vendors on the USFIFS websites, at exhibits and other events sponsored by the USFIFS. Sponsors shall also have the right to use the USFIFS Logo or Name in a link to the USFIFS website. Any other use of the USFIFS name or logo must be approved by the Board.

The donation size and other requirements are indicated later in the Bylaws. In lieu of monetary donations an organization or individual seeking to be a sponsoring member may pay the expenses for a service that would be normal paid for by the organization in the normal course of conducting business. The final decision on whether a non-direct monetary contribution qualifies is to be determined by the Board.

Article VI - Government

Section 1 *Governing Council*. The USFIFS is governed by a Governing Council. The Governing council consists of delegates that are appointed or elected in accordance with Article VII herein. In the absence of ten or more full member clubs the organization shall be governed by the Board of Directors with governance by the Governing Council to be resumed after there are ten full member clubs at the next annual meeting or if scheduled earlier by the Board. In the case that there are less than 50 full member clubs the Board of Directors may review, modify and rescind any decisions of the Governing Council. The rejected items may be considered again at the next regular or special Governing Council meeting.

Section 2 *Board of Directors*. The affairs of the USFIFS are managed by a Board of Directors which shall consist of persons specified in Article VIII, Section 2 herein.

Section 3 *Executive Committee*. In the intervals between meetings of the Board of Directors, or in the absence of a Board of Directors, an Executive Committee consisting of the persons specified in Article IX, Section 2 herein shall have the authority to manager the day-to-day affairs of the USFIFS.

Article VII - Delegates to the Governing Council

Section 1 *Qualifications and Tenure*. Delegates to the Governing Council must be registered full members of a registered active full member club of the USFIFS and must be otherwise qualified according to the rules of the USFIFS. Registered full individual

members may also be delegates in accordance with section 3 herein. All delegates must be 18 years or older. They must be appointed or elected annually by a date specified by the Board of Directors, but which shall be not less than a month prior to the annual meeting.

Section 2 *Appointment of Full Member Club Delegates*. Each active full member club by actions of a duly constituted governing body shall preferably elect or otherwise appoint from among its registered full members eligible under Section 1 above a number of delegates in proportion to the number of registered members during the previous fiscal year. Each club shall submit in writing the list of delegates signed by an authorized officer of the club.

The number of delegates shall be based on the number of full registered members. There shall be a minimum of one delegate for each registered full member club with 5 or more full registered members plus there shall be an additional separate delegate for each 15 members. They shall be determined as follows:

<i>Number of Registered Members</i>	<i>Number of Delegates</i>
5 to 14	1
15 to 29	2
30 to 44	3
45 to 59	4
60 plus	1 additional delegate for each additional 15 members over 60

Section 3 *Delegates of Individual Members*. Individual members shall be represented in the same proportion as for individual clubs as described in section 2 above. A list of nominations or volunteers to be considered as delegates shall be sent to each individual member. These candidates must meet the requirements in Section 1. The individual members shall vote on the number of delegates that are indicated in the instructions with the ballot. If there are too many votes by a voter then a ballot is nullified. If there is less than the indicated number of delegates voted for then the ballot is still valid and only those names chosen are voted for. If there are insufficient candidates to act as delegates in accord with Section 2 then the total number of available votes will be divided among the selected delegates with each delegate voting according to their share.

Section 4 *Vacancies*. Vacancies for each category of delegates shall be filled in accordance with the original selection process for that category.

Section 5 *Observers*. Clubs that are not full member clubs, except for delinquent clubs shall be able to send non-voting observers to attend the annual meeting and shall have the privilege of addressing the floor during the open forum sessions. The names of such observers must be sent in advance to allow for proper credentials. The Board of Directors reserves the right to limit the number of observers and member clubs addressing the floor in the interest of time constraints. Delinquent clubs may petition the Board to attend and have the privileges of addressing the floor.

Section 6 *Voting Rights*. Each delegate has one vote except as noted in section 3 above. These votes may be combined for a club or voted individually at the discretion of each delegate. Observers shall have no voting rights.

Section 7 *Proxies*. In the event that a delegate is unable to attend the annual meeting then they shall have the ability to vote by proxy. They may delegate another person to cast their vote. This is done in writing with proper and verifiable signatures of the delegate that has assigned their proxy.

Section 8 *Remotely Cast Votes*. Delegates may vote remotely on any Governing Council issue via postal mail, the Internet, email or other electronic means. Issues to be voted on before the Governing Council can be voted on directly and will be available on line before the annual meeting. All remotely cast votes must be cast and received by a week before the start of the annual meeting. In the event that the list of issues to be voted on are not available by this time, then the deadline is the day before the annual meeting.

The sender will take all means necessary to ensure the proper transmission of their decisions and should verify receipt of the votes. All remotely cast votes must be from verifiable sources. The Board shall have the right to determine the means of verification and whether a source is reliable. In the case that a source is not considered reliable then the Board shall ignore any votes from that source and notify the sender. This decision can be appealed directly to the Governing Council only for that session being voted on. Such appeals shall be one of the first orders of business at the annual meeting and can be requested by any verifiable means.

Article VIII - Board of Directors

Section 1 *Powers and Duties*. The Board of Directors shall possess all the powers necessary or desirable for the management of the affairs of the USFIFS, except such powers and duties as are reserved solely for the Governing Council or otherwise limited by these Bylaws or by any legal restrictions.

Section 2 *Composition and Qualifications*. The Board of Directors shall consist of the members listed in Section 3 below of this article. Each voting member must be at least eighteen (18) years or age, be a registered full member of the USFIFS and otherwise be qualified in accordance with the official rules of the USFIFS.

Section 3 *Voting Members*. The Board of Directors shall consist of:

- Six members of the Executive Committee.
- Four Permanent Committee Representatives – one from each of the four committee categories defined in Article XVII, Section 1.
- One additional representative selected at-large from the USFIFS full membership. They shall be voted on by the Governing Council from a list of candidates.

In the event that a member of the Executive Committee is a chair of a permanent committee or that the President or a Vice-president also serves as the secretary or treasurer, then there shall be additional at-large members to bring the total number of Board members to eleven(11). The second and subsequent roles for such individuals are

considered as temporary roles until the next Governing Council or until the Executive Committee member with multiple roles resigns their position from the Executive Committee or the Board. In such a case the Board of Directors shall replace this individual or their role with another individual wherever possible or distribute the responsibilities among the current members.

If there are open positions in the Executive Committee or the Board these positions are not counted when considering the number of members needed for a quorum.

Section 4 *Non Voting Participants*. Individuals or representatives of an organization may be invited to address the Board at the invite of a Board member or upon request by such persons to the Secretary.

Section 5 *Chair of the Board*. The president shall act as the chair of the Board.

Section 6 *Voting Rights*. Voting members of the Board of Directors shall be entitled to only one vote on said board, even though they may be members of more than one class of voting members constituting the Board of Directors.

Section 7 *Reports of Action* All actions of the Board of Directors shall be reported to the Governing Council not later than the next meeting of the council and shall be subject to alteration or cancellation by the Governing Council, provided that no rights or acts of third parties shall be adversely affected thereby. There must be a minimum of 10 full member clubs voting to alter or cancel an action of the Board of Directors. In the event that there are less than 50 full member clubs then the Board may override any action of the Governing Council by a two-thirds vote of the Board.

Article IX - Executive Committee

Section 1 *Powers and Duties*. In the intervals between meetings of the Board of Directors, the Executive Committee shall have the authority to manage the day-to-day affairs, except that it shall not have the authority to alter or cancel any action adopted by the full Board or the Governing Council or conduct any matters contrary to the rules of the organization or outside of any legal constraints.

Section 2 *Composition*. The Executive Committee shall consist of the:

- President
- First Vice-President
- Second Vice-President
- Third Vice-President
- Secretary
- Treasurer.

Section 3 *Chair of the Executive Committee*. The president shall act as the chair of the Executive committee.

Section 4 *Voting Rights*. Each member of the Executive Committee shall be entitled to only one vote on said committee. If an individual holds more than one position on the Executive Committee they shall still have only one vote and the total number of votes on the committee shall be correspondingly reduced. In the case that there are

vacant positions on the Executive Committee these positions will not be considered in the total number of Executive Committee members when determining a quorum.

Section 5 *Reports of Action*. All actions of the Executive Committee shall be reported to the Board of Directors not later than seven (7) days after such action or actions have been taken.

Such action or actions shall be subject to cancellation by the Board of Directors if the directors, having received a proper report thereof, as provided herein, evidence their objection in writing to the chair of the Executive Committee by action of the board taken without a meeting (in accordance with the provisions of Section 24 of Article X of these Bylaws) not later than twenty-one (21) days after such action or actions have been taken by the Executive Committee.

Further, such action or actions shall be subject to alteration or cancellation by the Board of Directors at its next ensuing meeting, provided that no rights or acts of third parties shall be adversely affected thereby or that are contrary to rules contained herein or that are contrary to the rule of law. The action or actions of the Executive Committee shall be deemed to be the action or actions of the Board of Directors as altered, canceled or ratified by it.

Article X - Meetings of Governing Council, Board of Directors and Executive Committee

Section 1 *Annual Meeting of the Governing Council*. The annual meeting of the Governing Council shall be held during the months of April or May at the date, time and place selected and announced by the president with the approval of the Board of Directors.

Section 2 *Special Meetings of the Governing Council*. Special meetings of the Governing Council may be called at any time upon the written request of ten percent (10%) of the full member clubs, at the request of the president, at the request of a majority of the delegates to the Governing Council or at the request of two-thirds (2/3) of the Board of Directors. However there needs to be a minimum of ten clubs requesting the special meeting whether by written request as a club or by the delegates to the Governing Council. The organization is obligated to pass on information originated by the clubs or delegates when they originate the meeting call.

Section 3 *Notices of Meetings of the Governing Council*. An announcement of the date and place for each annual meeting shall be sent to all member clubs, and all members of the Board of Directors no fewer than four (4) months prior to the date of the meeting. In the case that there are not ten (10) full clubs in existence for four months to constitute a complete Governing Council then notice will be sent as soon as reasonably possible. In any case the Governing Council date and place will be posted on the organizations website within seven (7) days after the date a place is set and approved by the Board or established as in Section 2 herein.

At least seven days before the Governing Council the website shall include details and/or links to websites that have a listing of items to be considered.

Section 4 *Presiding Officer of the Governing Council*. The president or in the president's absence, inability or refusal to attend, the vice presidents in their order, shall preside at all meetings of the Governing Council.

Section 5 *Quorum of the Governing Council*. Delegates or proxies representing no fewer than ten percent (10%) of the votes entitled to be cast shall constitute a quorum of the Governing Council. There will need to be a minimum of ten (10) clubs present or submitting proxies to constitute a valid quorum. In case there is not a valid quorum the annual meeting will still be held and all business that does not require the Governing Council approval will be conducted.

Section 6 *Proxies in the Governing Council*. Delegates for full member clubs and delegates for the individual members may give a proxy for any one or more of their delegates in the event any such delegate does not attend a meeting in person. The person receiving the proxy shall be required to possess the same qualifications required of delegates. Proxies may be exercised only at duly called meetings of the Governing Council and may be voted only on matters stated in the notice of the meeting.

Section 7 *Voting in the Governing Council*. Voting in the Governing Council shall be as provided in Article VII, Section 6 herein. The president or a vice president acting in the president's place may vote to decide a tie. This is an additional vote to any vote the president or a vice president acting in the president's place may have as a delegate or under a proxy or proxies.

Section 8 *Voting Requirements in the Governing Council*. The affirmative vote of a majority of the votes cast of the Governing Council present in person or by proxy is necessary for the taking of any action in the Governing Council except in those cases in which a greater percent is required by these Bylaws or by law.

Section 9 *Annual Meeting of the Board of Directors*. The annual meeting of the Board of Directors shall be held during the months of October, November or December at the date, time and place selected and announced by the president with the approval of the board.

Section 10 *Special Meetings of the Board of Directors*. Special meetings of the Board of Directors may be called upon written request of five members thereof or by the president. A special meeting shall be preceded by at least one (1) weeks notice which shall state the date, time and place of the meeting but need not describe the purpose of the meeting. If the president is physically or otherwise unable to call the meeting then it can be done by the vice presidents in order. In the case that the special meeting requires immediate action then two (2) days notice shall be sufficient except that any actions taken are subject to review, revision and approval by the next non-special meeting of the Board.

Section 11 *Notices of Meetings of the Board of Directors*. An announcement of the date and place of each annual meeting shall be sent to all members of the Board of Directors at least two (2) months prior to the date of the meeting.

Written notice stating the date, time and place of the meeting and the general character of the purpose of the meeting of the Board of Directors shall be mailed to all members thereof at least twenty (20) days before the date of the meeting, Section 12 *Presiding Officer of the Board of Directors*. The president, or in the president's absence,

inability or refusal to act, the vice presidents in their order, shall preside at all meetings of the Board of Directors.

Section 13 *Quorum in the Board of Directors*. The presence of no fewer than one-half ($\frac{1}{2}$) of the members of the Board of Directors in person shall be necessary to constitute a quorum. If there are any open positions within the Board they are not counted towards the number of members in the Board when determining a quorum. The quorum shall be considered only on the basis of filled positions in the Board.

Section 14 *Voting in the Board of Directors*. Voting in the Board of Directors shall be as provided in Article VIII, Section 3, hereof.

Section 15 *Voting Requirements in the Board of Directors*. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Board of Directors present is necessary for the taking of any action by the Board of Directors, except in those instances in which a greater percentage is required by these Bylaws or by law.

Section 16 *Meetings of the Executive Committee*. Meetings of the Executive Committee may be called at any time upon the written request of three members thereof or by the president. All members of the Executive Committee shall be notified as much in advance of all meetings of the Executive Committee as circumstances permit. In any case all actions of such meetings are subject to review, revision, rejection or approval of the full Board of Directors at the next non-special meeting of the full Board of Directors.

Section 17 *Presiding Officer of the Executive Committee*. The president, or in the president's absence, inability or refusal to act, the vice presidents in their order, shall preside at all meetings of the Executive Committee.

Section 18 *Quorum in the Executive Committee*. The presence of a majority of the members of the Executive Committee in person or present in a teleconference shall be necessary to constitute a quorum.

Section 19 *Voting in the Executive Committee*. Voting in the Executive Committee shall be as provided in Article IX, section 4 hereof.

Section 20 *Voting Requirements in the Executive Committee*. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Executive Committee present in person and/or present in a teleconference is necessary for the taking of any action by the Executive Committee, except in those instances in which a greater percentage is required by these Bylaws or by law.

Section 21 *Rules of Order at Meetings of the Governing Council, the Board of Directors and the Executive Committee*. The rules contained in Robert's Rules of Order, Newly Revised, shall govern all meetings of the Governing Council, the Board of Directors and the Executive Committee in all instances in which they are applicable and in which they are not inconsistent with these Bylaws.

Section 22 *Meetings by telephone of the Board of Directors or Executive Committee*. The Board of Directors may permit any director and the Executive Committee may permit any member of the Executive Committee to participate in a regular or special meeting of such group to attend by means of any system where all members can hear each other during the meeting. A person participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 23 *Action by the Governing Council Without a Meeting*. Between meetings, votes of the Governing Council may be taken by mail and/ or by facsimile at

the direction of the president, if a written ballot is delivered by the USFIFS to every member entitled to vote on the matter.

The written ballot shall set forth each proposed action and provide an opportunity to vote for or against the proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Any solicitation for votes by written ballot shall indicate the number of responses necessary to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, specify the time by which the ballot must be received by the USFIFS in order to be counted and be accompanied by written information sufficient to permit each person voting to reach an informed decision. Written ballots may not be revoked.

Notwithstanding the foregoing, any action required or permitted by these Bylaws or other provision of law to be taken at a meeting of the Governing Council may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the delegates to the Governing Council entitled to vote with respect to the subject matter thereof. To be an effective action taken by the Governing Council the USFIFS Board must first be informed that such action is to be taken. The earliest such date that the USFIFS Board is informed is considered the start of the action. All such signed written consents must be received by the USFIFS within sixty (60) days after the date of the initiating action. In the case that the sixty (60) days limit is exceeded, the initiating action is canceled and must be reinitiated.

In any case, there must be a minimum of ten (10) votes cast to approve a motion by the Governing Council. In the case that there are less than 50 full member clubs that motion can be reviewed, modified or rejected by the Board of Directors. This can be resubmitted at the next regular Governing Council or another special meeting of the Governing Council.

Section 24 *Action by the Board of Directors and Executive Committee Without a Meeting.* Between meetings, votes of the Board of Directors and the Executive Committee may be taken by mail and/ or by facsimile at the direction of the president. Such action without a meeting may be taken if every member of the Board of Directors and Executive Committee, as the case may be, in writing either:

- (i) votes for such action or
- (ii)(ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors or Executive Committee members, as the case may be, then in office were present and voted.

The action shall only be effective if there are written documents that describe the action, signed or electronically agreed to by all of the directors or Executive Committee members, as the case may be, received by the USFIFS and filed with the minutes of the respective body. Any such writings may be received by electronically transmitted

facsimile or other form of wire or wireless communication providing the USFIFS with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the USFIFS unless the writings set forth a different date. Any director or member of the Executive Committee who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the USFIFS before the last writing necessary to effect the action is received. All such action shall have the same effect as action taken at a meeting.

Notwithstanding the foregoing, any action required or permitted by these Bylaws or other provision of law may be taken without a meeting of the Board of Directors or the Executive Committee if written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or the Executive Committee, as the case may be, entitled to vote with respect to the subject matter thereof.

Section 25 *Waiver of Notice*. A person may waive the requirement to receive notice within a certain time in situations where notice is required to be given by:

- Law
- Provisions of the articles of incorporation or
- These Bylaws,

In this case a waiver signed by a person or persons entitled to such notice, whether before or after the time stated therein, is considered equivalent to the giving of such notice.

ARTICLE XI - Officers

Section 1 *Elected Officers*. The elected officers shall be a president, three vice presidents (one from each of the three sections set forth in Article IV above), a secretary and a treasurer.

Section 2 *Terms*. The president shall be elected to hold office for a term of one(1) year and may hold office for no more than four (4) consecutive terms, except by a vote of two-thirds (2/3) of the delegates present in person or by proxy at the annual meeting of the Governing Council at which they are elected. The three vice presidents, the secretary and the treasurer shall each be elected to hold office for a term of one(1) year, and may hold office for no more than three (3) consecutive terms, except by a vote of two-thirds (2/3) of the delegates present in person or by proxy at the annual meeting of the Governing Council at which they are elected.

Section 3 *Establishment of Other Offices*. The Governing Council may establish such other offices and may appoint such honorary and other officers with such powers and duties as it may from time to time determine.

Section 4 *Qualifications of Officers*. Each officer of the USFIFS shall be at least eighteen (18) years of age and must be a registered member of the USFIFS and be otherwise eligible in accordance with the official rules of the USFIFS.

Section 5 *Officers of National Governing Bodies*. No officer with a voting or decision-making authority shall simultaneously serve as a officer of a sports organization which is recognized by the U.S. Olympic Committee as an NGB without the approval of

a majority of the Board of Directors. In the case this is not approved the officer must decide on which position they want to hold or give up their voting and decision-making authority in the USFIFS. They may continue to serve in a non-voting or advisory role for the duration of their term of appointment with the approval of the Board.

Section 7 *Removal*. Any officer may be removed at any time for cause by a two-thirds (2/3) vote of the Board of Directors (excluding the vote of the affected officer); provided, however, that:

1. Due notice of the meeting of the board (or of the proposal that the Board of Directors take action without a meeting in accordance with the provisions of Article X, Section 24 of these Bylaws) has been given to the affected officer and
2. The affected officer is afforded a fair opportunity to be heard by the board or to submit a written statement to the board prior to action by the Board of Directors. Such action by the Board of Directors may be appealed to a special meeting of the Governing Council which can reverse the action of the Board provided there are at least 50 full member.

Section 8 *Vacancies*. All vacancies in the elected officer positions shall be filled by an affirmative vote of a majority of the remaining directors. An officer so elected to fill a vacancy shall be elected for the unexpired term of such officer's predecessor in office.

ARTICLE XII - President

Section 1 *Presiding Officer*. The president shall preside at all meetings of the Governing Council, the Board of Directors and the Executive Committee. The president shall generally supervise the activities of the USFIFS and shall, with the secretary, sign all agreements and contracts made by the USFIFS.

Section 2 *Powers of Appointment and Removal*. The president shall appoint the:

- Chairs
- Representatives and delegates to the organizations with which the USFIFS is affiliated
- Representatives to non-affiliated organizations

and shall have the right to remove them, subject to the provisions of Article XVII, Sections 2 and 3 hereof, provided that such power shall not extend to the appointment or removal of any officeholders elected by the Governing Council.

Section 3 *Membership on Committees*. The president shall be an ex-officio member of all committees.

ARTICLE XIII - Vice Presidents

The vice presidents, in their order, shall perform the duties of the president in the president's absence, inability or refusal to act. With respect to the section in which each resides when elected, the vice presidents shall be responsible for all matters relating to the advancement of inline figure skating in all its branches; the promotion of harmony among all of its members and member clubs; the solution of problems and the carrying out of the government and purposes of the USFIFS in cooperation with the officers and committees thereof.

ARTICLE XIV - Secretary

The secretary shall keep the records of the USFIFS and of all meetings of the Governing Council, the Board of Directors and the Executive Committee; shall prepare minutes of all meetings of the Governing Council, the Board of Directors, and the Executive Committee; shall issue notices of all meetings of the Governing Council, the Board of Directors and the Executive Committee; and shall, with the president, sign all agreements and contracts made by the USFIFS if so directed by the Governing Council, the Board of Directors or the Executive Committee.

ARTICLE XV Treasurer

Section 1 *Supervision of Finances and Budget.* The treasurer shall have general control and supervision of the finances of the USFIFS, including the examination of the books, accounts and records of all officers, committees and persons who handle any of the financial affairs of the USFIFS. The treasurer shall cause to be prepared an annual itemized budget for submission to each annual meeting of the Governing Council and shall supervise and regulate the carrying out of such budget as adopted by the Governing Council,

Section 2 *Books of Account.* The treasurer shall cause to be kept full and correct accounts of the receipts and expenditures and of the property of the USFIFS in books belonging to the USFIFS and shall cause to be deposited all monies received in the name and to the credit of the USFIFS in such depositories as the treasurer or the Board of Directors or the Executive Committee may designate from time to time.

Section 3 *Disbursements, Investments.* The treasurer shall disburse or cause to be disbursed the funds of the USFIFS and, with the approval of the Executive Committee shall have authority to invest and reinvest funds and to sell, exchange, assign and transfer securities and other investment assets belonging to the USFIFS. There shall be two signatures of Executive Board members required to disburse funds from the USFIFS.

Section 4 *Reports.* The treasurer shall render to the president, the Governing Council, the Board of Directors and the Executive Committee, whenever requested by any of them, an account of all the transactions as treasurer and shall present a full

financial report each year to the annual meeting of the Governing Council and an interim report at the annual meeting of the Board of Directors.

ARTICLE XVI - Nominations, Elections and Vacancies of Officers and Board of Directors

Section 1 *Nominating Committee*. Each year there shall be established a Nominating Committee, which shall consist of nine registered members, no more than three shall represent the same section. The nine members shall consist of:

- The three vice presidents
- Two members elected from each section selected by the Governing Council

None of the above, with the exception of the vice presidents, may serve more than one consecutive term. Members of the Nominating Committee shall, with the exception of the three vice presidents, be ineligible for nomination to the offices of USFIFS officer, director or permanent committee chair for any year of and immediately following their service as nominators. The three vice presidents shall be ineligible likewise for nomination to any office other than president or vice president and may not serve the Nominating Committee as chair. The Board of Directors shall, subject to the approval of the Governing Council, establish the voting procedures to be followed by the Governing Council with respect to the six registered members to be elected by it. The president shall appoint one of the members to act as chair of the committee.

Section 2 *Nominations for Officers and Directors*. The Nominating Committee shall present to the annual meeting of the Governing Council in the immediately following year the names of the qualified persons nominated by it for president, for three vice presidents (one from each section), for secretary, for treasurer and for such number of additional voting members of the Board of Directors as are to be elected pursuant to provisions of Article VIII, Section 3 hereof. The Nominating Committee shall designate one of the nominees for vice president as first vice president, one as second vice president and one as third vice president.

In the case that there are less than then (10) full member clubs the Board of Directors shall act as the Nominating Committee. In the case that there are less than fifty (50) full member clubs the Board of Directors may review, revise and reject any recommendations of the Nominating Committee.

Section 3 *Other Nominations*. Any duly authorized delegate to the Governing Council may make nominations for offices considered by the Nomination Committee and presented to the Governing Council for approval.

Section 4 *Elections*. The Governing Council at each annual meeting shall, by majority vote of the delegates present thereat in person or by proxy, elect:

(a) A president, three vice presidents, a secretary and a treasurer to hold office for the term of one (1) year commencing upon the conclusion of the meeting at which elected or until their respective successors are elected and assume office; and

(b) Such number of additional voting members of the Board of Directors as are to be elected pursuant to the provisions of Article VIII, Section 3 hereof for a term of one

(1) year commencing upon the conclusion of the meeting at which elected or until their respective successors are elected and assume office.

However, in the case that there are less than fifty (50) full member clubs the Board of Directors may review, revise or reject the decision. In the case that there are ten (10) or more full member clubs this decision may be appealed to the Governing Council in either a regular or special meeting at which case there must be 50 full member clubs voting.

Section 5 *Terms*. No persons except for the president shall hold the same office or serve as elected members of the Board of Directors for more than three consecutive terms except by vote of two-thirds (2/3) of the delegates present in person or by proxy at the annual meeting of the Governing Council at which they are elected. The president shall hold office for no more than four consecutive terms except by vote of two-thirds (2/3) of the delegates present in person or by proxy at the annual meeting of the Governing Council at which they are elected.

Section 6 *Vacancies*. All vacancies in offices held by elected voting members of the Board of Directors shall be filled by majority vote of the remaining voting members of the board.

Article XVII - Committees

Section 1 Permanent Committees. There shall be the following permanent committees of the USFIFS.

- a) Basic Skills
- b) Competitions, Testing and Judging
- c) Dance
- d) Public Relations, Technical, Website and Membership

A committee needs a minimum of three members and should consist of nine members. A committee can be formed when there are a minimum of three people whose names are reported to the Board through the Secretary. The members of each committee must be approved by the Board of Directors. The composition and combinations of committees shall be approved by the Board of Directors. In the absence of a sufficient number of members qualified, interested and available for a particular committee then the Board of Directors may designate an individual to be responsible for the functions of the committee until there are sufficient individuals qualified to serve on the committee. Such a person does not have to be a member of the Board, but must be a full member of the USFIFS.

Section 4 *Representatives to other organizations*. The representatives to the USFIFS to other organizations shall be appointed by the president and may be removed by the president with the concurrence of the Board of Directors. Their appointment shall be for a maximum of one year at a time and may be renewed each year.

Section 5 *Special and Ad Hoc Committees*. The president, with the concurrence of the Board of Directors or the Executive Committee, may from time to time designate and appoint or abolish special and ad hoc committees and chairs thereof and special offices

and officers, each with such duties as may be determined from time to time by the Board of Directors or the Executive Committee or by the president with the concurrence of the Board of Directors or Executive Committee. The chairs of special and ad hoc committees and any officers appointed pursuant to this section may, upon the invitation of the president attend meetings of the Board of Directors and, when present, will be accorded the privileges of the floor.

Section 6 *Reports of Action*. All actions of all committees shall be reported to the Governing Council and to the Board of Directors at the next ensuing meetings thereof and shall be subject to alteration or cancellation by the Governing Council or by the Board of Directors, provided that no rights or acts of third parties shall be adversely affected thereby.

ARTICLE XVIII - Duties of Permanent Committees

Section 1 *Enforcement of Official Rules*. Each permanent committee has the duty and power of enforcing and carrying out the official rules which relate to the matters within its jurisdiction.

Section 2 *Formulation of Rules*. Each permanent committee has the duty of formulating rules for the matters within its jurisdiction (as outlined in Article XIX hereof) and of keeping said rules current and up to date. Any rule changes therein so formulated shall be submitted to the Board of Directors for action, and no rules or changes therein shall be effective until approved and published as provided in Article XXII hereof.

ARTICLE XIX - Jurisdiction of Permanent Committees

Each permanent committee, subject to the provisions of the official rules of the USFIFS and to the control of the Board of Directors, shall have jurisdiction of all matters relating to the items stated after its title below:

Basic Skills. The Basic Skills Committee shall be responsible for developing the skills of the recreational figure skater. It shall be responsible for developing and modifying the training program in consideration of the goals set forth in Article II of the Bylaws:

The Basic Skills Committee shall be responsible to develop the following:

1. A training program
2. A testing program.
3. A competition program and implementing it in conjunctions with the Competitions Committee.

Competitions, Testing Sanctions and Judging: This committee shall be simply referred to as the Competitions Committee. The Competitions Committee shall be responsible for:

1. Competitions

- (a) Using, developing or modifying the judging system in consideration of Article II.
 - (b) The conduct and control of all USFIFS figure skating competitions on inlines held in the United States except for the US National Championships and International Invitationals which are the responsibility of the Board of Directors. Planning of major competitions except the National Championships and International invitationals. Setting up rules for local competitions.
 - (c) The selection of officials for all USFIFS figure skating competitions held in the United States except for the US National Championship and International Invitationals which are selected by the Board of Directors.
 - (d) The appointment, promotion, demotion, removal, education, conduct, qualification and performance of judges, referees and accountants.
 - (e) Recruitment and training of judges, accountants and the necessary staff to hold national-level and world invitational competitions.
 - (f) Implementation of competition levels for the following categories:
 - i) Basic Skills events in conjunction with the Basic Skills Committee
 - ii) Singles
 - iii) Pairs
 - iv) Adults
 - v) Solo Creative Freestyle and Spotlight
 - vi) Solo Dance and Team Dance in conjunction with the Dance Committee
 - vii) Solo Creative Dance in conjunction with the Dance Committee.
 - viii) Theater on Inlines in conjunction with the Dance Committee
 - ix) Synchronized Skating in conjunction with the Dance Committee
2. Testing
- (a) The design of testing procedures that correspond to competition levels for the following activities:
 - i. Singles
 - ii. Pairs
 - iii. Adults
 - iv. Solo Creative Freestyle and Spotlight
 - (b) The implementation of testing procedures corresponding to testing and competition levels developed by the Basic Skills Committee
 - (c) The implementation of testing procedures corresponding to testing and competition levels developed by the Dance Committee.
3. Sanctions
- (a) The granting of sanctions therefore, except the U.S National Inline Figure Skating Championships and international competitions, sanctions for which shall be granted by the Board of Directors of the USFIFS; Providing sanctions for local and national and world invitational events (at least until we establish a world organization). The granting and refusal of sanctions for such carnivals, exhibitions and appearances.
 - (b) The maintenance and administration of rules governing carnivals and exhibitions on inline figure skating seeking USFIFS sanctioning and held in the United States
 - (c) The participation by registered skaters in carnivals and exhibitions in the United States.

- (d) The determination and collection of fees and assessments for such sanctions the determination and control of the amount of expenses and the type and value of gifts allowed to registered skaters appearing in any such carnivals and exhibitions;
- (e) The definition of eligible and ineligible persons in skating. The classification of eligible persons and others.
- (f) The maintenance and administration of rules governing standards of participation in USFIFS activities by eligible persons and others
- (g) The investigation and punishment of violations of sanctions thereof.
- (h) The reinstatement of persons whose eligibility has been lost, suspended or restricted.

Dance: This committee will be responsible:

1. For developing and modifying dance tests and competition levels based on competition levels from various sources that can be used in inline figure skating. This committee will be responsible for the composition, conduct, and manner of performance of all dance tests, the passing marks therefore, the standards for the marking and judging thereof the keeping of records of the results thereof.
2. It shall be responsible for the following categories:
 - b) Solo Dance and Team Dance
 - c) Solo Creative Dance
 - d) Theater on Inlines
 - e) Synchronized Skating
3. The awarding of related certificates and emblems
4. The determination of fees to be charged,
5. Work with the Competitions Committee in the implementation of the Dance levels in testing and competition.
6. All other administrative matters common to all dance tests not specifically delegated to the Competitions Committee.

Public Relations, Technical, Website and Membership: The Public Relations Committee will be responsible for:

1. *Public Relations.* Relations with the public, advertising and media relations
2. *Technical Support.* Support for technical equipment used in events as well as equipment used in the development and training of inline skaters. This also includes video equipment.
3. *Website.* Design, implementation and support for the official organization's website.
4. *Membership.* Development of forms, both online and downloadable, as well as keeping track of membership and fees paid by memberships in conjunction with the treasurer.

ARTICLE XX - Composition of Permanent and Temporary Committees

Section 1 *Permanent committees*. Each permanent committee shall consist of no fewer than three and up to nine voting members, providing there are sufficient members willing to hold the positions. In the case that there are insufficient members to meet the minimum requirements for a committee the responsibilities will be assigned to an individual full member. This person will be appointed by the President. This member does not have to be on the Board of Directors, but will need to be elected to the Board at the next Governing Council providing there are sufficient full members willing and able to join that particular committee. The person taking responsibility for the role of a committee or another person may be appointed by the president to fill that role for another year.

A committee may be constituted during the year provided sufficient full members are willing and able to serve. The chair will then be appointed by the President with the consent of the Board.

The members insofar as practical shall be evenly divided between the three sections. Pursuant to the provisions of Article XVII, Section 2 hereof, the chairs of said committees shall be appointed annually by the president to hold office for one (1) year from the conclusion of the annual meeting of the Governing Council for that year or until their respective successors are appointed and assume office. The members of said committees shall be appointed annually by their chairs to hold office for one (1) year or until their successors are appointed and assume office. Said chairs may remove such members with the concurrence of the president.

Section 2 *Temporary committees*. The Board and the President may create committees from time to time as the need arises. The current temporary committees are:

The Grievance Committee. In the case that there is a need to conduct a review of an action of a member, club or any other organization actions, other than an action of the USFIFS board, the USFIFS Board shall act as the Grievance Committee. In the case that an action of the USFIFS Board is questioned as a grievance then an independent Grievance Committee shall be appointed. It shall be appointed on an as-needed basis and will consist of

- A chair appointed by the president, and
- Nine members appointed as follows: three USFIFS members from each region appointed by the appropriate sectional vice president.

Other Committees. Other committees may be created from time to time as needed. They shall be appointed by the president in consultation with the Board.

ARTICLE XXII - Official Rules

Section 1 *Rules and Regulations*. The Governing Council, and in the intervals between meetings of the Governing Council, the Board of Directors, may adopt, publish,

enforce and change rules and regulations consistent with the provisions of these Bylaws for the regulation and carrying out of the purposes, government and management of the affairs of the USFIFS. Such rules and regulations shall be entitled "Official Rules of the USFIFS" and may be adopted by either body on its own motion or as a result of reports of one or more of the committees specified in Article XVII hereof and shall be published in such manner and become effective at such time as is provided in Section 3 of this article. In the absence of such rules and regulations, the powers and duties of carrying out the purposes, government and management of the affairs of the USFIFS remain vested in the Governing Council, Board of Directors and Executive Committee as herein provided.

Section 2 *Publication of Rulebook, Contents*. The USFIFS shall publish and/or make available on the official website each year, as soon after July first as is practicable, an annual rulebook containing the Bylaws, the official rules of the USFIFS and such other matters as may from time to time be determined by the Board of Directors or the Executive Committee.

Section 3 *Effectiveness*. Such rules and regulations or any amendments thereto shall become effective on September first each year or upon such specific date as may otherwise be stated in the motion of adoption thereof.

Section 4 *Foundations for Rules*. The competition rules for the USFIFS are based primarily on rules that currently exist for USFS and ISU. Where practical and possible references shall be made to the appropriate rules of these organizations, USFIFS shall also make use of rules from other organizations whenever it appropriate to the event.

ARTICLE XXIII - Prerequisites to Participation in USFIFS Activities and the Definition of Athlete

Section 1 *Prerequisites*. Any person shall have the right to participate in the activities of the USFIFS, including but not limited to the right to compete in competitions, take tests and participate in carnivals and exhibitions sponsored by the USFIFS and the right to serve as an officer, a director or committee member or as an official in figure skating, if such person is a member in good standing of a member club, or individual member and is registered with the USFIFS and is otherwise eligible to do so in accordance with the official rules of the USFIFS. The USFIFS does not discriminate on the basis of race, color, religion, age, gender or national origin.

Section 2 *Definition of Athlete*. For all purposes set forth in these Bylaws or the official rules of the USFIFS, an athlete shall be defined as a member meeting the prerequisites of Section 1 and:

(i) Any person who annually competes at least once in a USFIFS sanctioned inline skating competition.

ARTICLE XXIV - Registration

Section 1 *Registration Requirement Generally.* A registered member is a person registered in accordance with this article who is a member of a member club, or an individual member. Every officer, committee member and member of the Board of Directors and the Executive Committee and every delegate to the Governing Council, every referee, judge and accountant or other official in figure skating, and figure skaters who are members of a member club or individual member shall be registered annually with the USFIFS.

Section 2 *Registration Procedure.* Members shall register their USFIFS membership directly with the USFIFS and pay fees directly to the organization, whether they are independent members or members of a club.

Member clubs shall be responsible for the collection of any additional club registration fees from their members, the issuance of club registration cards thereto, and the submission of lists of their registered members USFIFS. The USFIFS will not collect any additional club registration fees. A member is considered an individual member until they are included in a list of members of a club. A club may send all the new or renewal application forms together for all of their club members along with the necessary USFIFS fees.

Registration of individual members shall be in accordance with, and the annual fee therefore shall be included in the dues collected pursuant to Article XXV hereof.

Section 3 *Registration Cards.* Registration cards shall be valid from July 1 of a year (and the month immediately prior) through June 30 of the following year and renewable before July 31 of that following year.

Section 4 *Registration Monies.* All monies received from registration fees shall become part of the general funds of the USFIFS.

ARTICLE XXV - Dues

Section 1 *Dues of Members.* The annual dues of members shall be \$15.00 and is due and payable in advance on July 1 of each skating year. Such dues for the second and each subsequent member of the same family (all related persons permanently residing at the same address) shall be \$ 5.00. Those members paying such dues shall receive, upon payment of such dues, a registration card, any current mailings of the USFIFS and access to the member website. If a currently existing home club is not designated in the new or renewal application then the member is considered to be an individual member. Clubs may send the new or renewal application forms together for all their club members along with the USFIFS membership fees.

Section 2 *Registration Fee for Members of Member Clubs.* Such registrants shall register as members of their designated home club, provided, however, that such registration shall not preclude such registrant from changing their home club in the course of a skating year (July 1 to June 30) in accordance with any rules governing such change.

Section 3 *Dues of Active Full Member Clubs.* In addition to the USFIFS fees there shall be a fee for active full member clubs. The annual dues of active full member clubs shall be for the current fiscal year and shall be based upon the total number of persons registered by such clubs during the preceding fiscal year and shall be as follows:

<i>Total Member Registrations</i>	<i>Annual Dues</i>
Fewer than 15	\$ 15.00
15 but fewer than 30	\$ 30.00
More than 30	\$ 40.00

If the club becomes active during the fiscal year then the fees shall be based on the current number of member registrations. The fees can be pro-rated and will be half of the regular fee if the club becomes active after Jan. 1.

Section 4. *Dues of Inactive and Delinquent Member Clubs.* The annual dues for inactive and delinquent member clubs shall be \$ 5.00. Failure to pay such dues for a year will result in the club needing to reapply for provisional status.

Section 5. *Dues of Provisional Member Clubs.* The annual dues for *provisional* member clubs shall be \$15.00, upon payment of which such clubs shall receive any recent club mailings as well as general information and assistance helpful to new clubs.

Section 6 *Date of Payment of Member Club Dues.* The annual dues of member clubs shall be due and payable in advance on the first day of the fiscal year, which starts July 1 and runs to June 30 of the following year.

Section 7 *Dues of Supporters or Supportive Members.* The annual dues of supportive members shall be \$35.00. They shall receive upon payment of such dues a membership card, additional information on the USFIFS and upcoming events and any current promotional items. They shall receive vendor location preference at all USFIFS sponsored competitions and on the USFIFS website whenever possible and except for sponsors as described in Section 10 who have a higher priority. Supportive members will receive a listing on the organization website under supportive members. Supportive members are not entitled to any competition, testing or other athletic rights of a full member.

Section 8 *Dues of Sponsors or Sponsoring Members.* The annual dues of sponsoring members shall be a minimum of \$70.00.

Sponsoring Category	Annual Fees
Level 1	\$70.00
Level 2	\$150.00
Level 3	\$300.00
Level 4	Over \$300.00

After payment of the above dues a sponsoring member shall receive a membership card, additional information on the USFIFS and upcoming events and any current promotional items. They shall receive vendor location preference at all USFIFS sponsored competitions and on the USFIFS website whenever possible. Sponsoring members will receive a listing on the organization's website under sponsoring members. Sponsoring members are not entitled to any competition, testing or other athletic rights of a full member.

ARTICLE XXVI - Resignations

Any member club may resign from the USFIFS after payments of all dues and other fees then due, including those for the fiscal year in which the resignation is tendered, by mailing written notice of resignation to USFIFS Headquarters. Failure to pay such dues will result in the club needing to pay all past dues to reinstate their membership or to start over again at provisional status. It may also result in legal action in the case of significant financial commitments to the organization by the member club.

ARTICLE XXVII - Grievance and Disciplinary Proceedings Suspension, Expulsion and Loss of Membership Privileges

Section 1 *Delinquent Financial Obligations*. Any member club or individual member that fails to make payment of dues, registration fees, or any other financial obligations due the USFIFS by the January first next succeeding the due date shall be considered delinquent and shall lose all privileges of membership. However, payment of the delinquent obligations at any time prior to the date of the immediately following annual meeting of the Governing Council shall restore the privileges of membership.

Section 2 *Expulsion of Delinquent Members*. At each annual meeting of the Governing Council, the treasurer shall submit a list of all member clubs and individual members that are delinquent with respect to the payment of dues, registration fees or any other financial obligations due the USFIFS and shall recommend appropriate action to be taken with respect thereto. Any such delinquent member club or individual member may be expelled from membership by a majority vote of the delegates present in person or by proxy at such meeting provided that the delinquent member shall have first been afforded notice of the proposed expulsion and an opportunity to be heard pursuant to a fair and reasonable procedure established by the board as written policy of the USFIFS.

Section 3 *Grievance and Disciplinary Proceedings*. All grievance and disciplinary procedures shall be filed and resolved pursuant to the procedures outlined in this section and in the Grievance Committee Rules. The forms and instructions for filing a grievance are available from USFIFS Headquarters upon request of a member *or* member club.

(a). *Grievance Proceedings*:

- (i). *Scope*: Any USFIFS member or member club aggrieved or harmed by the alleged violation of a USFIFS bylaw or rule by any other USFIFS member or member club may bring a grievance citing the alleged violation of the USFIFS bylaw or rule. The member or member club must be a member in good standing both at the time the grievance is filed and at the time of the alleged violation of the USFIFS bylaw or rule. Such grievance must include the allegation that violation of a specific USFIFS bylaw or rule caused harm to the Grievant.

- (ii). *Time period:* A grievance must be filed within sixty (60) days of the occurrence of the alleged violation, or within sixty (60) days of the discovery of the alleged violation, or in the case of a minor, within sixty (60) days of the minor's eighteenth (18th) birthday, whichever is later.
- (iii). *Filing a Grievance Statement:* The member or member club filing the grievance shall file a written statement, signed under oath and under penalty of perjury, the "Grievance Statement," with the chair of the Grievance Committee. The name and address of the current chair of the Grievance Committee can be found in the Current USFIFS Directory or online in the members area.

The Grievance Statement shall state in clear and precise language:

- 1. The name of the party filing the Grievance (the "Grievant");
- 2. The Grievant's address, telephone number, and USFIFS registration number;
- 3. The name of the party against whom the Grievance is brought (the Respondent);
- 4. The Respondent's address, telephone number and, if known, the Respondent's USFIFS registration number;
- 5. Names, address and telephone numbers of any other parties involved;
- 6. the USFIFS bylaw or rule allegedly violated;
- 7. A statement of facts surrounding the alleged violation, including the date of the alleged violation;
- 8. Description of actions the Grievant has taken to attempt to resolve the matter under USFIFS rules; and,
- 9. The action the Grievant wishes taken.

The Grievance Statement may be accompanied by supporting documentation which shall be considered a part of the Grievance statement.

(iv). *Receipt of Grievance Statement by Chair of the Grievance Committee:*

- 1. Upon receipt of the written Grievance Statement, the chair of the Grievance Committee shall review the Grievance Statement to determine:
 - (a) Whether the allegations, if believed, would constitute a violation of USFIFS Bylaws or Rules;
 - (b) Whether the Grievance Statement complies in form and substance to the requirements of USFIFS Bylaws Section 3(a) (i), (ii) and (iii) above;
 - (c) Whether the relief requested is within the authority of a Grievance Hearing Panel to grant if the Grievance is resolved in favor of the Grievant.
- 2. If the Grievance Statement includes allegations of violations of the USFIFS Code of Ethics and/ or the USFIFS Code of Conduct, the Grievance Statement shall promptly be forwarded to the chair of the Grievance Committee and the appropriate vice president for action in accordance with USFIFS Bylaws including but not limited to Section 3 (b) of this Article XXVII.
- 3. If the chair of the Grievance Committee determines that the Grievance complies with the requirements, under Section 3, (a) (iv) 1., the chair of the Grievance Committee shall, within two (2) weeks of receipt of the Grievance Statement:

- (a) Notify the Grievant, the Respondent(s), as well as the president and secretary of the USFIFS of acceptance of the Grievance;
- (b) Forward a copy of the entire Grievance Statement to the Respondent(s); and
- (c) Name a Hearing Panel and forward the entire Grievance Statement to each panel member.

4. If the chair of the Grievance Committee determines that the Grievance Statement does not comply, the chair of the Grievance Committee shall so notify the Grievant, in writing, including the basis for the decision, by any expeditious delivery system that provides reasonable evidence of delivery to the addressee, within two (2) weeks of receipt of the Grievance Statement. The Grievant shall have no more than two (2) weeks from receipt of such notice to amend the Grievance Statement so that it complies with the Bylaws requirements. The chair of the Grievance Committee may forward a copy of the returned grievance and decision statement to the vice presidents for their consideration under Section 3(b) of this Article XXVII.

(v). Respondent's Reply to Grievance Statement:

1. The Respondent will have thirty (30) days from the receipt of the Grievance Statement by any expeditious delivery system that provides reasonable evidence of delivery to the addressee in which to send a written response, signed under oath, and under penalty of perjury, with any supporting documents (the "Response") to the chair of the Grievance Committee and to the Grievant.

2. If the respondent fails to file a Response within the time specified, it will be deemed an admission of the allegations made by the Grievant and shall constitute a waiver of the Respondent's right to a hearing or appeal. The chair of the Grievance Committee shall determine appropriate relief, which shall be final, binding, and not appealable under the Bylaws and rules of the USFIFS.

(vi). *Hearing Panel Composition:*

1. Referral to Hearing Panel: Within fourteen (14) days of receipt of a timely Response, the chair of the Grievance Committee shall deliver the Grievance Statement and the Response of the Hearing Panel.

2. The Hearing Panel shall consist of no fewer than three and no more than nine persons selected from the Grievance Committee as defined in USFIFS Bylaws Article XX. In the case that there are less than 50 full member clubs the Board of Directors will act as the Grievance Committee or may appoint a committee to act on its behalf.

3. The chair of the Grievance Committee may appoint persons who are not members of the USFIFS as a minority of the Hearing Panel, not to exceed one third (1/3) of the Hearing Panel. The chair of the Grievance Committee shall select the chair of the Hearing Panel.

4. The chair of the Grievance Committee shall advise the Grievant, the Respondent, the USFIFS president and secretary of the names of the Hearing Panel members immediately upon their appointment. Such notice may be verbal, but must be confirmed in writing within one day.

5. Either the Grievant or the Respondent may request the replacement of a Hearing Panel member solely on the basis of conflict of interest. Such a request must be made in writing, and delivered to the chair of the Grievance Committee within ten (10)

days of receipt of the names of the Hearing Panel members. A request for removal must specify the basis for the request and provide all evidence supporting such a request. The chair of the Grievance Committee shall within five (5) days of receipt of a request for removal, determine whether such a request shall be granted or denied and shall state the basis for such decision in writing. The decision shall be delivered to the Grievant, the Respondent, and the USFIFS secretary. If the chair of the Grievance Committee finds a conflict of interest, the chair of the Grievance Committee shall appoint a replacement member. The decision of the chair of the Grievance Committee shall be final, binding and not appealable under the Bylaws and rules of the USFIFS.

(vii). *Hearing Guidelines:*

1. The chair of the Grievance Committee, after consultation with the parties shall determine if the hearing will be conducted by writing, fax, telephone, telephone conference, by a formal hearing, or by any combination of the above methods. The hearing or completion of the investigation must occur within ninety (90) days of the appointment of a Hearing Panel unless the chair of the Hearing Panel, with the approval of the chair of the Grievance Committee, decides that there are reasonable grounds for a delay, and may grant a thirty (30) day delay, and so declares and explains in writing to all the parties.
2. The Grievant and the Respondent may represent themselves throughout the grievance process, or may be represented by a person of their choice.
3. The chair of the Hearing Panel will provide the Grievant, the Respondent, and the panel members with written procedures and guidelines to be followed.
4. Unless otherwise directed by the chair of the Hearing Panel, all communications with the Hearing Panel shall be in writing and directed to the chair of the Hearing Panel.
5. The chair of the Hearing Panel shall cause a record of the hearing to be made.
6. The Grievant has the burden of supporting the Grievance by a preponderance of the evidence.
7. Within twenty (20) days of the conclusion of a hearing, the Hearing Panel shall issue a written decision including findings of fact, the Bylaws or rules upon which the decision is based, and the reasoning behind the decision, which will be sent by any expeditious delivery system that provides reasonable evidence of delivery to the addressee to the chair of the Grievance Committee, the Grievant, the Respondent, and the USFIFS president and secretary.
8. The jurisdiction of the Hearing Panel shall cease, and Hearing Panel members shall be discharged immediately upon the rendering of a written decision.

(b) *Disciplinary Proceedings:*

- (i) *Scope:* A vice president may initiate disciplinary proceedings as to any matter arising under GR 1.02 or GR 1.03.
- (ii) *Review:* Upon referral of the matter by a vice president, or the chair of the Grievance Committee the chair of the Grievance Committee shall by a writing so advise the person initiating the disciplinary proceeding and the person(s), if any, who filed the complaint or grievance. If after review of the matter, the chair of the Grievance Committee determines that further proceedings shall be conducted, the chair of the Grievance Committee shall file a Grievance Statement containing the following:

1. That the party filing the Grievance Statement (the "Grievant" is the USFIFS), if referred by a vice president, or is the member or member club if referred by the chair of the Grievance Committee;
2. That states the name of the member or member club against which the action is brought; that named member or member club will be the "Respondent";
3. The Respondent's address, telephone number and USFIFS number;
4. The names, addresses and telephone numbers of any other parties involved;
5. The USFIFS bylaw or rule allegedly violated;
6. A statement of facts surrounding the alleged violation; and, 7. the action the Grievant wishes taken.

The Grievance Statement may be accompanied by supporting documentation which shall be considered as part of the Grievance statement.

The Grievance Statement shall also include notification to the Respondent of the following:

1. The potential discipline that may be imposed upon the Respondent;
2. The Respondent's right to file a response; and
3. The Respondent's right to a hearing.

The chair of the Grievance Committee shall deliver a copy of the Grievance Statement to the Respondent(s), and the vice president of the Section in which the grievance is alleged to have occurred. Such notice shall be by any expeditious delivery system that provides reasonable evidence of delivery to the addressee.

The vice president involved may suspend the Respondent pending the hearing contemplated by this Section 3(b) if such action is not otherwise prohibited by applicable law, including the Amateur Sports Act of 1978.

(iii) Reply to Grievance Statement:

1. The Respondent will have thirty (30) days from receipt of the Grievance Statement sent by any expeditious delivery system that provides reasonable evidence of delivery to the addressee in which to send a written response with any supporting documents, signed under oath, and under penalty of perjury (the "Response") with the chair of the Grievance Committee

2. If the Respondent fails to file a response within the time specified, it will be deemed an admission of the allegation(s) made by the Grievant, and shall constitute a waiver of the Respondent's right to a hearing or appeal under USFIFS Bylaws and Rules. In such case, the chair of the Grievance Committee with the consent of the Executive Committee shall determine the appropriate discipline which shall be final, binding and not appealable under USFIFS Bylaws and Rules.

(iv) Hearing and Panel Appointment:

1. Referral to Hearing Panel: Within fourteen (14) days of receipt of a timely Response, the chair of the Grievance Committee shall select a Hearing Panel and shall deliver the Grievance Statement and the Response to the Hearing Panel. In the event that there are less than 50 full member clubs the Board of Directors will act as the Grievance Committee.

2. The Hearing Panel shall consist of no fewer than three and no more than nine persons selected from the Grievance Committee as defined in USFIFS Bylaws Article xx.

3. The chair of the Grievance Committee may appoint persons who are not members of the USFIFS as a minority of the Hearing Panel, not to exceed one third (1/3) of the Hearing Panel. The chair of the Grievance Committee shall select the chair of the Hearing Panel.

4. The chair of the Grievance Committee shall advise the Grievant, the Respondent, the USFIFS president and secretary of the names of the Hearing Panel members immediately upon their appointment. Such notice may be verbal, but must be confirmed in writing within one day.

5. Either the Grievant or the Respondent may request the replacement of a Hearing Panel member solely on the basis of a conflict of interest. Such a request must be made in writing, and delivered to the chair of the Grievance Committee within ten days of receipt of the names of the Hearing Panel members. A request for removal must specify the basis for the request and provide all evidence supporting such a request. The chair of the Grievance Committee shall within five days of receipt of a request for removal, determine whether such a request shall be granted or denied and shall state the basis for such decision in writing. The decision shall be delivered to the Grievant, the Respondent, and the USFIFS secretary. If the chair of the Grievance Committee finds a conflict of interest, the chair of the Grievance Committee shall appoint a replacement member. The decision of the chair of the Grievance Committee shall be final, binding and not appealable under the Bylaws and rules of the USFIFS.

6. Unless otherwise directed by the chair of the Hearing Panel, all communications with the Hearing Panel shall be in writing and directed to the chair of the Hearing Panel.

(v) Hearing Guidelines:

1. The chair of the Grievance Committee, after consultation with the parties shall determine if the hearing will be conducted by writing, fax, telephone, telephone conference, by a formal hearing, or by any combination of the above methods. The hearing or completion of the investigation must occur within ninety (90) days of the appointment of a Hearing Panel unless the chair of the Hearing Panel, with the approval of the chair of the Grievance Committee, decides that there are reasonable grounds for a delay, and may grant a thirty (30) day delay, and so declares and explains in writing to all the parties. The vice president of the section in which the grievance is alleged to have occurred may stay the disciplinary hearing if a civil proceeding or criminal investigation or proceeding is ongoing regarding similar facts and circumstance. If such a stay is ordered, the vice president shall notify the Grievant and the Respondent when the hearing and investigation likely will be resumed, and shall provide the Grievant and the Respondent thirty (30) days written notice prior to resuming the matter.

2. The Grievant and Respondent may represent themselves throughout the grievance process, or may be represented by a person of their choice.

3. The chair of the Hearing Panel will provide the Grievant, the Respondent, and the panel members with written procedures and guidelines to be followed.

4. There shall be a record made of the proceeding.

5. The Grievant has the burden of supporting the Grievance by a preponderance of the evidence.

6. Within twenty (20) days of the conclusion of a hearing, the Hearing Panel shall issue a written decision including findings of fact, the Bylaws or rules upon which the decision is based, and the reasoning behind the decision, which will be sent via any expeditious delivery system that provides reasonable evidence of delivery to the addressee to the chair of the Grievance Committee, the Grievant, the Respondent, and the appropriate USFIFS vice president.

7. The jurisdiction of the Hearing Panel shall cease, and Hearing Panel members shall be discharged immediately upon the rendering a written decision.

(c) Appeal from Regular Grievance or Disciplinary Proceedings: (For appeals from Expedited Hearings, refer to Article xxvi Section 3(d) (below) and the Grievance Committee Rules (GCR).

(i) *Notice of Appeal:*

Either the Grievant or the Respondent may appeal the decision of the Hearing Panel for either a grievance or disciplinary matter to the Executive Committee excluding the involved vice president (the "Appellate Panel") by filing a written notice of appeal, including statement of the grounds for such appeal, with the chair of the Grievance Committee within thirty (30) days of the receipt of the Hearing Panel's decision. Upon receiving written notice of appeal, the chair of the Grievance Committee shall promptly notify in writing and deliver a copy of the notice of appeal to the members of the Appellate Panel, the chair of the Hearing Panel, and all other parties to the proceeding. Other parties to the proceeding may, within ten (10) days of receipt of the notice of appeal, submit a written statement in response to the appeal which statement shall be delivered to all other parties to the proceeding and the chair of the Grievance Committee. The chair of the Hearing Panel shall cause the record of the hearing to be promptly delivered to the USFIFS secretary after receipt of the notice of appeal.

(ii) *Appeal Guidelines:*

An appeal of a decision of a Hearing Panel will be based solely upon an allegation that such panel acted erroneously, and must include the allegation that the Hearing Panel incorrectly interpreted or applied the applicable USFIFS Bylaws or Rules, or erred in the analysis of such Bylaws or rules as applied to the facts at hand. The Appellate Panel's decision on the appeal must be based solely on the record of the hearing delivered by the Hearing Panel. No new evidence may be presented. The Appellate Panel members shall each receive a copy of the record of the hearing and, within thirty (30) days of receipt of the record of the hearing, the Appellate Panel will meet in person or by telephone conference call to review the appeal.

(iii) *Appellate Panel's Decision:*

The Appellate Panel will issue its written decision within ten (10) days of the conclusion of its meeting pursuant to Section 3(c)(ii). The decision shall be delivered to the parties to the proceeding and to the chair of the Grievance Committee. The decision of the Appellate Panel will not be subject to reporting to or action of the Board of Directors as otherwise required by the provisions of Article 1)(, Section 5 of the USFIFS Bylaws and, therefore, shall be final on its terms, unless the decision arises from a controversy involving recognition of the USFIFS as an inline skating organization or involves the opportunity of any eligible athlete, coach, trainer, manager, administrator or official to participate in athletic competition as protected by any legal authority in which event, upon demand of the affected person, the decision of the Appellate Panel may be submitted to arbitration by any party in accordance with the rules of the American Arbitration Association. Such arbitration shall be conducted at the office of the American Arbitration Association nearest to the headquarters of the USFIFS unless the parties shall otherwise agree. The decision of the American Arbitration Association and any charges of the arbitrator shall be borne by the party against whom the decision of the arbitrator is rendered except as otherwise agreed by the parties.

(d) *Expedited Proceedings:*

1. Notwithstanding any other provisions of the USFIFS Bylaws or Rules to the contrary, when compliance with regular procedures contained in this Section 3 would not, in the discretion of the chair of the Grievance Committee, be likely to produce a sufficiently early decision to do justice to the affected parties, including, but not limited to matters affecting an ongoing, scheduled or impending USFIFS qualifying competition the matter may be summarily heard and decided on an expedited basis in accordance with provisions of applicable USFIFS Grievance Committee Rules (GCR).

2. The member or member club subject to an expedited grievance or disciplinary proceeding must be given such notice and opportunity for a hearing as time and circumstances may reasonably dictate within the discretion of the chair of the Grievance Committee.

3. Expedited hearings may be conducted at the site of the athletic competition, at a site convenient to the parties as designated by the chair of the Grievance Committee, or by telephone conference if necessary.

4. Appeals from decisions heard on an expedited basis shall be taken only in accordance with the procedures set forth in the Grievance Committee Rules (GCR) for expedited hearings.

ARTICLE XXVIII - Indemnification

Section 1 Indemnification Generally.

The USFIFS declares that any person who serves at its request as an officer, employee, member of the Governing Council, member or agent of the Board of Directors or the Executive Committee, chair or member of any USFIFS committee or as an elected or appointed official of the USFIFS shall, in such capacity, be subject to indemnification under the provisions of this article in accordance with and to the fullest permitted by the provisions of the relevant nonprofit corporation act in the state where the organization is incorporated, as hereafter amended from time to time, and the corresponding provisions of any subsequent law (for purposes of this article referred to as the "Act" and the indemnification provisions of which are incorporated herein by this reference). Any such person shall be indemnified by or on behalf of the USFIFS against expenses (including attorneys fees), liability, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil criminal administrative or investigative (other than an action by or in the right of the USFIFS) by reason of such service if such person:

- (i) acted in good faith,
- (ii) reasonably believed, in the case of conduct in an official capacity with the *USFIF I* that the conduct was in the best interests of the USFIFS and, in all other cases, that the conduct was at least not opposed to the best interests of the USFIFS and
- (iii) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2 Prohibited Indemnification.

No person shall be entitled to indemnification under Section 1 of this Article either:

- (i) in connection with a proceeding brought by or in the right of the USFIFS in which such person was adjudged liable to the USFIFS or
- (ii) in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in that person's official capacity, in which such person is ultimately adjudged liable on the basis that the person improperly received personal benefit.

Section 3 Determination of Right to Indemnification.

Any indemnification under Section 1 of this Article shall be made by the USFIFS only as authorized in each specific case upon a determination that indemnification of the person is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 1. Such determination shall be made by the Board of Directors by a majority of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding or, if such a quorum cannot be obtained, in a manner otherwise prescribed by the act. Notwithstanding the prohibitions on indemnification set forth in Section 2 of the article, indemnification may be made by the USFIFS to the extent that the court in which the subject action or proceeding was brought shall determine upon application that, despite the adjudication of liability or guilt but in view of all the circumstances of the case, a person referred to in Section 1 of this article is entitled to indemnity for such expenses and other amounts which the court may deem proper.

Section 4 Insurance.

The Board of Directors may exercise the USFIFS' s power to purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person referred to in Section 1 of this article against any liability asserted against or incurred by such person in the capacity designated or arising out of the person's status as such, whether or not the USFIFS would have the power to indemnify that person against such liability under the provisions of this article.

Section 5

Survival of Indemnification. The indemnification provided under Section 1 of this article shall continue as to persons who have ceased to serve in the capacity designated with respect to actions in their official capacity while serving as such and shall inure to the benefit of their heirs, executors and administrators.

Section 6 *Impact of Indemnification.*

In no case shall any disbursement of funds from the organization be more than 50% of the available funds of the organization. In such a case where more than 50% of the available funds are needed for a reimbursement the matter shall be presented to the Executive Committee, who shall decide how to handle it or whether to pass it on to the full Board. The Board may decide that the matter is an issue for the next Governing Council but may make temporary arrangements to handle partial or installment disbursements.

ARTICLE XXIX - Disposition of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the USFIFS may be made by the Board of Directors upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, as may be authorized by them, provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets shall be authorized only upon receiving the vote of a majority of the members of the Board of Directors, and further provided that such disposition is not inconsistent with the provisions of Article XXX hereof or the articles of incorporation of the USFIFS, as amended from time to time.

ARTICLE XXX - Dissolution

In the event of the dissolution of the USFIFS for any reason, all of its assets and property shall be distributed, or sold and the proceeds thereof distributed, to the organization which shall be a successor to the USFIFS, provided that such organization shall first have obtained a ruling exempting it from federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended, or under the corresponding provisions of any subsequent federal tax laws (the "Code"), as an organization of the type described in Section 501(c)(3) of the Code, and if such successor organization has not

obtained such ruling within a reasonable time following its establishment, or if there shall be no successor to the USFIFS, then all of the USFIFS' s assets and property shall be distributed, or sold and the proceeds thereof distributed, to or among such one or more organizations as may be selected by the Governing Council as organizations having objects and purposes similar or related to those of the USFIFS, provided that no distributions shall be made to an organization which does not have a ruling exempting such organization from federal income taxation as described above and provided further that in no event shall any part of such assets or property, or the proceeds of sale thereof, be distributed to or inure to the benefit of any member or of any individual.

The procedure for dissolution shall be as provided by and in the relevant Nonprofit Corporation Act of the state where the organization is incorporated, as hereafter amended from time to time, and the corresponding provisions of any subsequent law.

ARTICLE XXXI - Amendments to Bylaws

Section 1 *Procedure for Amendments.* Amendments proposed to these Bylaws may be acted upon at any annual or special meeting of the Governing Council, provided that the notice of the meeting states the specific text of the proposed amendments. Amendments to these Bylaws shall become effective only upon publication in an edition of the rulebook either online on the official organization website or in printed distributed format or upon such specific date as may otherwise be stated in the motion of adoption thereof.

Section 2 *Necessary Vote.* A two-thirds (2/3) vote of all members of the Governing Council present in person or by proxy at the meeting of the Governing Council at which the proposed amendment is acted upon shall be necessary for the adoption of any amendment to these Bylaws.

Section 3 *Insufficient Number of Clubs.* In the case that there are less than 10 full member clubs then these Bylaws and any amendments may be approved by a two-thirds (2/3) vote of the members of the Board of Directors.

Section 4. *Veto by Board of Directors.* In the case that there are less than 50 full member clubs the Board of Directors may veto any amendments to the Bylaws approved by the Governing Council by a two-thirds (2/3) vote in which case the matter may be presented the following year to the annual Governing Council meeting or to a special meeting of the Governing Council.

ARTICLE XXXII - Acknowledgements

Special acknowledgment is given to United States Figure Skating (USFS) for the use of their Bylaws as a foundation of the USFIFS Bylaws. Additional thanks are given to the USFS Basic Skills Committee for the use of the USFS Basic Skills program and their materials as a foundation for our Basic Skills program.

